

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:) Chapter 11
CORE SCIENTIFIC, INC., *et al.*,¹) Case No. 22-90341 (DRJ)
Debtors.) (Jointly Administered)
)

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF GRAY REED AS CONFLICTS
AND EFFICIENCY COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, EFFECTIVE AS OF JANUARY 30, 2023**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSBS.USCOURTS.GOV/](https://ecf.txsbs.uscourts.gov/) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY CLERK WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), by Patricia Trompeter, Chief Executive Officer of Sphere 3D Corp., in her capacity as a representative of a member of the Committee, Sphere 3D Corp., respectfully state as follows in support of this application (the “Application”):²

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them later in this Application.

Relief Requested

1. The Committee seeks entry of an order, substantially in the form attached hereto (the “Order”): (a) authorizing the retention and employment of Gray Reed as their conflicts and efficiency counsel, effective as of January 30, 2023; and (b) granting related relief.

2. In support of the Application, the Committee respectfully submits (i) the *Declaration of Jason S. Brookner in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Gray Reed as Conflicts and Efficiency Counsel to the Official Committee of Unsecured Creditors, Effective as of January 30, 2023* (the “Brookner Declaration”), which is attached hereto as **Exhibit A**, and (ii) the *Declaration of Patricia Trompeter in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Gray Reed as Conflicts and Efficiency Counsel to the Official Committee of Unsecured Creditors, Effective as of January 30, 2023* (the “Trompeter Declaration”), which is attached hereto as **Exhibit B**.

Jurisdiction and Venue

3. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The bases for the relief requested herein are sections 328, 330 and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the *Procedures for Complex Cases in the Southern District of Texas (effective January 1, 2023)*.

Background

6. On December 21, 2022 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed.

7. On January 9, 2023, the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code. *See* Docket No. 256. On February 3, 2023, the U.S. Trustee reconstituted the Committee following the resignation of one of its members, BRF Finance Co., LLC. *See* Docket No. 456. The Committee presently consists of four members: Dalton Utilities, Sphere 3D Corp., MP2 Energy LLC d/b/a Shell Energy, and Tenaska Power Services Co.

8. The Committee selected Willkie Farr & Gallagher LLP (“Willkie”) to serve as its principal counsel. On January 30, 2023, the Committee selected Gray Reed to serve as its conflicts and efficiency counsel.

Gray Reed’s Qualifications

9. The Committee has determined that the retention of conflicts and efficiency counsel is necessary and appropriate under the circumstances. Gray Reed’s complex chapter 11 experience, as well as its extensive practice before the Court and knowledge of the Bankruptcy Local Rules and practices, make it ideal to efficiently serve the needs of the Committee. Due to the breadth of practice disciplines and expertise at Gray Reed, the Committee believes that Gray Reed is both well qualified and uniquely able to assist the Committee as conflicts and efficiency counsel in these chapter 11 cases.

Services to be Provided

10. Gray Reed has discussed the division of responsibilities with Willkie and will make every effort to avoid duplication of efforts. Specifically, Gray Reed will provide legal advice and services with respect to any matters on which Willkie may have a conflict, including but not limited to (a) investigating claims against BRF Finance Co., LLC and its affiliates, and (b) any and all other services assigned by the Committee to Gray Reed as conflicts and efficiency bankruptcy counsel.

Professional Compensation

11. As set forth in the Brookner Declaration, Gray Reed intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date the services are rendered and (b) seek reimbursement of actual and necessary out-of-pocket expenses, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court.

12. Gray Reed's current customary hourly rates generally range from \$525.00 to \$955.00 per hour for attorneys and \$75.00 to \$310.00 per hour for paraprofessionals. Hourly rates are periodically adjusted in the normal course of the Firm's business, often due to the increased experience of a particular professional. The attorneys primarily responsible for this engagement and their respective standard hourly rates are as follow:

Name	Title	Rate
Jason S. Brookner	Partner	\$955.00
Lydia R. Webb	Partner	\$690.00
Russell E. Jumper	Partner	\$625.00
London England	Associate	\$525.00
Veronica Salazar	Paralegal	\$310.00

These persons will be assisted by other professionals and paraprofessionals at Gray Reed as necessary.

13. Gray Reed's hourly rates are set at a level designed to compensate Gray Reed fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions. These hourly rates are consistent with the rates that Gray Reed charges other non-bankruptcy and chapter 11 clients, regardless of the location of the chapter 11 case. Moreover, the rate structure is appropriate and not significantly different from (a) the rates Gray Reed charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Gray Reed will perform in these cases.

14. It is Gray Reed's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Gray Reed's policy to charge its clients only the amount actually incurred by Gray Reed in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

Gray Reed's Disinterestedness

15. To the best of the Committee's knowledge, and as disclosed herein and in the Brookner Declaration, (a) Gray Reed and its respective lawyers neither hold nor represent any interest adverse to the Debtors' estates in connection with these cases, (ii) Gray Reed is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code, and (iii) neither Gray Reed nor its professionals have any connection with the Debtors, their creditors, or other parties-in-interest, except as may be disclosed in the Brookner Declaration.

16. Gray Reed's compliance with the requirements of sections 1103 and 504 of the Bankruptcy Code and Bankruptcy Rule 2014 are set forth in greater detail in the Brookner Declaration. Gray Reed does not represent any party in these cases other than the Committee and will not represent any constituent in these cases other than the Committee.

17. Gray Reed will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Gray Reed will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Basis for Relief

18. A committee appointed pursuant to section 11 U.S.C. § 1102, with the Court's approval, "may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee." 11 U.S.C. § 1103(a). Section 328(a) further provides that such employment may be "on any reasonable terms and conditions." *Id.* § 328(a).

19. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

20. Gray Reed's services will enable the Committee to faithfully execute its duties as a fiduciary for the Debtors' unsecured creditors. Based upon its extensive experience and expertise in the field of debtors' and creditors' rights and with chapter 11 reorganizations and

liquidations, Gray Reed is well qualified to represent the Committee in an efficient, cost-effective, and timely manner. As stated above, the Committee does not believe that Gray Reed holds or represents an adverse interest to the interest of the Debtors' estates in connection with these cases and believes that Gray Reed is a "disinterested person" under the Bankruptcy Code. Accordingly, the Committee submits that the retention of Gray Reed is in the best interests of the Committee and the unsecured creditors of the Debtors and should be approved by the Court.

Notice

21. The Committee will provide notice of this Application to the following parties and/or their respective counsel, as applicable: (a) the Debtors, (b) the U.S. Trustee, and (c) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

22. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, the Committee respectfully requests that the Court enter an order granting the relief requested in this Application and granting such other and further relief as is appropriate under the circumstances.

Respectfully submitted this 28th day of February, 2023.

The Official Committee of Unsecured Creditors
of Core Scientific, Inc., *et al.*

By: /s/ Patricia Trompeter
Patricia Trompeter
Chief Executive Officer
Sphere 3D Corp.
As representative for Sphere 3D Corp.
in its capacity as a Committee member

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 28th day of February, 2023, she caused a true and correct copy of the foregoing document to be served via the Court's CM/ECF system.

/s/ Lydia R. Webb

Lydia R. Webb

EXHIBIT A

Brookner Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)
) Chapter 11
)
CORE SCIENTIFIC, INC., <i>et al.</i> , ¹) Case No. 22-90341 (DRJ)
)
Debtors.) (Jointly Administered)
)

**DECLARATION OF JASON S. BROOKNER
IN SUPPORT OF APPLICATION FOR ENTRY OF
AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
GRAY REED AS CONFLICTS AND EFFICIENCY COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF JANUARY 30, 2023**

Jason S. Brookner declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner in the law firm of Gray Reed. Gray Reed maintains offices in Houston, Dallas and Waco, Texas. With approximately 150 attorneys, the Firm provides a full range of legal services to clients throughout Texas and the United States.
2. I am the lead attorney from Gray Reed working on the above-captioned chapter 11 cases. I am a member in good standing of the State Bar of Texas, and I have been admitted to practice in the United States Bankruptcy Court for the Southern District of Texas. There are no disciplinary proceedings pending against me.
3. I submit this declaration (“Declaration”) in support of the *Application for Entry of an Order Authorizing the Retention and Employment of Gray Reed as Conflicts and Efficiency*

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Counsel to the Official Committee of Unsecured Creditors Effective as of January 30, 2023 (the “Application”),² and to provide the disclosures required under Fed. R. Bankr. P. 2014(a).

4. I have personal knowledge of the facts set forth herein unless otherwise indicated. To the extent any information disclosed herein requires amendment or modification, I will submit a supplemental declaration.

5. Neither I, Gray Reed, nor any lawyer at the Firm represents any party in interest (or its attorneys or accountants) other than the Official Committee of Unsecured Creditors (the “Committee”) in connection with the above-captioned chapter 11 cases.

6. As set forth below, Gray Reed has in the past, may currently, and may in the future represent entities that are creditors or interest holders of the Debtors in matters unrelated to these chapter 11 cases. Gray Reed will not represent any of these parties in connection with the Debtors’ chapter 11 cases. Gray Reed will only represent the Committee in connection with these cases.

Gray Reed’s Qualifications

7. The Committee has determined that the employment of Gray Reed as conflicts and efficiency counsel to the Committee is necessary and appropriate under the circumstances. Gray Reed’s complex chapter 11 experience, as well as its extensive practice before the Court and knowledge of the Bankruptcy Local Rules and practices, make it ideal to efficiently serve the targeted needs of the Committee. Due to the breadth of practice disciplines and expertise at Gray Reed, I believe that Gray Reed is both well qualified and uniquely able to assist the Committee as conflicts and efficiency counsel in these chapter 11 cases.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Services to be Provided

8. Gray Reed has discussed the division of responsibilities with the Committee's principal counsel, Willkie, and will make every effort to avoid duplication of efforts. Specifically, Gray Reed will provide legal advice and services with respect to any matters on which Willkie may have a conflict, including but not limited to (a) investigating claims against BRF Finance Co., LLC and its affiliates, and (b) any and all other services assigned by the Committee to Gray Reed as conflicts and efficiency bankruptcy counsel.

Professional Compensation

9. Gray Reed intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered and (b) seek reimbursement of actual and necessary out-of-pocket expenses, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court.

10. Gray Reed's current customary hourly rates generally range from \$525.00 to \$955.00 per hour for attorneys and \$75.00 to \$310.00 for paraprofessionals. Hourly rates are periodically adjusted in the normal course of the Firm's business, often due to the increased experience of a particular professional. The attorneys primarily responsible for this engagement and their respective standard hourly rates are as follows:

Name	Title	Rate
Jason S. Brookner	Partner	\$955.00
Lydia R. Webb	Partner	\$690.00
Russell E. Jumper	Partner	\$625.00
London England	Associate	\$525.00
Veronica Salazar	Paralegal	\$310.00

The persons listed above will be assisted by other professionals and paraprofessionals at Gray Reed as necessary.

11. Gray Reed's hourly rates are set at a level designed to compensate Gray Reed fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions. These hourly rates are consistent with the rates Gray Reed charges other nonbankruptcy and chapter 11 clients, regardless of the location of the chapter 11 case. Moreover, the rate structure is appropriate and not significantly different from (a) the rates Gray Reed charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Gray Reed will perform in these cases. Gray Reed intends seek payment of 80% of its fees and 100% of its expenses on a monthly basis in accordance with this Court's *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541].

12. It is Gray Reed's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Gray Reed's policy to charge its clients only the amount actually incurred by Gray Reed in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, photocopying, airfare, meals, and lodging.

13. Pursuant to Bankruptcy Rule 2016(b), Gray Reed has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and counsel associated with Gray Reed or (b) any compensation another person or party has received or may receive, other than as permitted

pursuant to section 504 of the Bankruptcy Code. The proposed engagement is not prohibited by Bankruptcy Rule 5002.

Statement Regarding U.S. Trustee Guidelines

14. Gray Reed will apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. Gray Reed also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures, both in connection with this application and the interim and final fee applications to be filed by Gray Reed in the chapter 11 cases.

15. The following is provided in response to the request for additional information set forth in paragraph D.1 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "U.S. Trustee Fee Guidelines"):

Question: Did the Firm agree to any variations from, or alternatives to, the Firm's standard billing arrangements for this engagement?

Answer: No. Gray Reed did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement

Question: Do any of the Firm professionals included in this engagement vary their rate based on the geographical location of the Debtors' chapter 11 cases?

Answer: No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.

Question: If the Firm has represented the client in the 12 months prepetition, disclose the Firm's billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition.

Answer: Gray Reed did not represent any member of the Committee in the Debtors' chapter 11 cases prior to its retention by the Committee.

Question: Has your client approved the Firm's budget and staffing plan, and if so, for what budget period?

Answer: Gray Reed expects to develop a prospective budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, to which Gray Reed reserves all rights.

Gray Reed's Disinterestedness

16. To the best of my knowledge, (a) Gray Reed is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 328(c) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Gray Reed has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this Declaration.

17. In connection with its proposed retention by the Committee in these chapter 11 cases, Gray Reed undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Gray Reed obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the "Potential Parties in Interest") and such parties are listed on Schedule 1 hereto. In preparing this Declaration, either I or someone under my supervision and direction searched Gray Reed's client database to determine whether Gray Reed had any relationships with the groups of persons and entities listed on Schedule 1. To the extent that I have been able to ascertain that Gray Reed has a relationship with any Potential Parties in Interest in matters unrelated to the case, such facts are disclosed on Schedule 2 attached hereto.

18. Gray Reed and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Gray Reed has searched on its electronic database for its connection to the entities listed on Schedule 1 attached hereto. The information listed on Schedule 1 may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Gray Reed will update this declaration as necessary and when Gray Reed becomes aware of additional material information.

19. From time to time, Gray Reed has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Gray Reed.

20. Listed on Schedule 2 to this declaration are the results of Gray Reed's conflicts searches of the above-listed entities. For the avoidance of doubt, Gray Reed will not commence a cause of action in these chapter 11 cases against the entities listed on Schedule 2 that are current clients of Gray Reed unless Gray Reed has an applicable waiver on file or first receives a waiver from such entity allowing Gray Reed to commence such an action.

21. Additionally, as specifically set forth in Schedule 2, to date Gray Reed has not represented any of the Debtors' creditors or other entities in connection with such creditors' claims or interests in or against the Debtors or these chapter 11 cases. To the extent that Gray Reed discovers errors in Schedule 2 or new representations arise, Gray Reed will amend Schedule 2.

22. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Gray Reed, nor any partner or associate thereof, insofar as I have

been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the Office of the United States Trustee for the Southern District of Texas, any person employed in the Office of the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as disclosed or otherwise described herein.

23. Gray Reed will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Gray Reed will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

24. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on this 28th day of February, 2023.

By: /s/ Jason S. Brookner
Jason S. Brookner

Schedule 1

List of Entities Searched

Debtors:

Core Scientific Mining LLC
Core Scientific, Inc.
Core Scientific Acquired Mining LLC
Core Scientific Operating Company Radar
Relay, Inc.
Core Scientific Specialty Mining (Oklahoma), LLC
American Property Acquisition, LLC
Starboard Capital LLC
RADAR LLC
American Property Acquisitions I, LLC American
Property Acquisitions VII, LLC

Debtors' Trade Names and Aliases (up to 8 years) (a/k/a, f/k/a, d/b/a):

155 Palmer Lane, LLC
Blockcap, Inc.
Core Scientific Holdings Co.
Core Scientific, Inc.
GPU One Holdings, LLC
Mineco Holdings, Inc.
Power & Digital Infrastructure Acquisition
Corp.
Radar Relay, LLC
XPDI

Bank Accounts:

Bank of America
City National Bank
Bremer Bank

Bankruptcy Judges and Staff for Southern District of Texas:

Judge David R. Jones
Judge Marvin Isgur
Judge Christopher M. Lopez
Judge Jeffrey P. Norman
Judge Eduardo V. Rodriguez
Peter Bray
Jason Marchand
Albert Alonzo
Rosario Saldan
Christina Bryan
Melissa Morgan-Faircloth
LinhThu Do
Mario Rios
Yvonne Ho
Samantha Warda

Dena Hanovice Palermo
Carol Felchak
Jeannie Chavez
Sam S. Sheldon
Shannon Jones

Bondholders/Noteholders/Indenture

Trustees:
U.S. Bank National Association

Clerk of the Court for Southern District

of Texas:

Darlene Hansen
Nathan Ochsner

Contract Counterparties (includes patents and intellectual property)

(See Significant Customers and Contract
Counterparties)

Current Officers and Directors:

Carol Haines
Darin Feinstein
Denise Sterling
Jarvis Hollingsworth
Jeff Pratt
Jeff Taylor
Katharine ("Katy") Hall
Kneeland Youngblood
Krista Rhynard
Kyle Buckett
Lynn Burgener
Matthew Brown ("Matt")
Matthew Minnis ("Matt")
Michael Bros
Michael Levitt ("Mike")
Neal P. Goldman
Russell Cann
Steve Gitlin
Todd DuChene
Weston Adams

Affiliation of Current Officers and Directors:

Baylor Health Care System Foundation
California Institute of Technology (Caltech)
Diamond Offshore Drilling, Inc.
Kayne Anderson BDC, LLC
Kayne Anderson Capital Advisors, L.P.

Kayne Anderson Energy Infrastructure Fund Inc. (KYN)
Kayne Anderson NextGen Energy & Infrastructure Inc. (KMF)
Laredo Petroleum, Inc.
Mackay Shields, LLC
Mallinckrodt Pharmaceuticals
Memorial Hermann Hospital System
Och Ziff Capital Management, LP
Pledgeling Technologies
Prostate Cancer Foundation
Scientific Games Corporation
Southwestern Medical Foundation
Talos Energy, Inc.
Teacher Retirement System of Texas
The Council on Foreign Relations
The Music Acquisition Corp
TPG Pace Beneficial Finance Corporation I and II
Weatherford International

Benefit Providers:

(Workers Compensation/ Pension Plans /Third Party Administrators)
Aetna
Aflac
Allstate Benefits
American Security and Protection Services LLC
Blue Cross Blue Shield CA
Blue Cross Blue Shield NC
BNY Mellon Bank
Chubb Personal Excess Liability Insurance
Citibank (Administered by PayFlex)
Delta Dental
Expensify Payments LLC
Farmers Group Select Home & Auto Insurance
Florida Blue
Globalization Partners Professional Services
Group Health Aetna
Guardian
Kaiser Permanente
MetLife
Optum Bank
Securitas Security Services USA, Inc.
TriNet - COBRA
TriNet HR III, LLC
Tufts
UnitedHealthcare ("UHC")
Vision Service Plan ("VSP")

Debtors Professionals:

AlixPartners LLP
PJT Partners LP
Stretto, Inc.
Weil, Gotshal & Manges LLP

Former Officers and Directors:

Aber Whitcomb
Alan Curtis
Brandon Curtis
Brett Harrison
Brian Neville
Bryce Johnson
Caleb Tebbe
Christel Sice
Christy Barwick
Clark Swanson
Colin Crowell
Dan Christen
Devon Eldridge
George Kollitides
Harlin Dean
Kevin Turner
Larry Rudolph
Matthew Bishop
Michael Truzpek
Peter Dorrius
Peter J. Novak
Peter Sladic
Sharon Orlopp
Stacie Olivares

Insurance/Insurance Broker/Insurance Provider/Surety Bonds:

AmTrust
AON
Arch Specialty Ins. Co (via AmWins)
Ascot Syndicate No. 1414 (Ethos via AmWins)
Aspen Specialty Ins. Co (via AmWins)
AXIS Surplus Ins. Co (via Amwins)
Beazley (Lloyd's Syndicate 2623)
Beazley (Lloyd's Syndicate No. 2623 (Beazley UK)
Beazley Insurance Company
Berkley National Insurance Company
Berkley Prof Liability
Berkshire Hathaway Specialty Ins. Company
CAC Specialty
Columbia Casualty Company (CNA)

Endurance American Specialty Insurance Company (Sompo)
Federal Insurance Company (Chubb)
General Casualty Co of WI (QBE)
Harcos National Insurance Company (360)
Hiscox Insurance Company
Kinsale Insurance Company (via Amwins)
Landmark American Insurance Company (RSUI via Amwins)
Lexington Insurance Company (AIG) via RT Specialty
Lexington Insurance Company (via Amwins)
Lloyd's Syndicate No. 2623 (Beazley UK)
National Union Fire Ins. Co of Pittsburgh (AIG)
Navigators Insurance Co (Hartford)
Obsidian Specialty Insurance Company (Orion via RT Specialty)
Pennsylvania Insurance Company (Applied via RT Specialty)
Policies Held by PEOs TriNet and Globalization Partners
QBE Insurance Corporation
Starr Indemnity & Liability Co
Swiss Re Corporate Solutions Capacity Ins. Corp (via Amwins)
The Princeton Excess & Surplus Lines Ins. Co (Munich Re via Amwins)
U.S. Customs and Border Protection
Vantage Risk Specialty Insurance Company (RT Specialty)
Wright National Flood Ins. Co (NFIP)
XL Specialty Ins. Co.

Landlords and Parties to Leases:

Cheryl Ogle & the Crystal Ogle Management Trust
City of Denton
Dalton-Whitfield Joint Development Authority
Elmington Property Management LLC
Elmington Property Mgmt. LLC - Monarch Apartments
Hannig Row Partnership
Hudson GRC LLC
Hurd Real Estate Associates
Jobe Ranch Family Limited Partnership, Lessor (11/15/2021)
Jobe Ranch Family Limited Partnership
Liberty Point Apartments
Minnkota Power Cooperative Inc.

Minnkota Power Cooperative, Lessor (Commercial Lease, Ground Lease)
Mobley Holdings LLC - Liberty Point Apartments
Monarch Apartment Homes
Ncredible Properties
Nodak Electric Cooperative
Nodak Electric Cooperative Inc.
Peerless Events & Tents LLC
SRPF A QR Riversouth LLC
The District
The Preserve at Spring Creek
Tien Yun Investments, LLC (dba TY Properties)
Worksmith, Inc.

Lenders:

1994 Steinfeld Family Trust
36th Street Capital
ACM ELF ST, LLC (Atalaya)
Amplify Transformational Data Sharing ETF
Anchorage Lending CA, LLC
Andrew Rosen 2004 Successor Insurance Trust
Apollo Centre Street Partnership, L.P.
Apollo Lincoln Fixed Income Fund, L.P.
Apollo Moultrie Credit Fund, L.P.
Apollo Tactical Value SPN Investments, L.P.
Arctos Credit, LLC
B. Riley Bridge Loan
B. Riley Commercial Capital, LLC
Bank of the West
Barings BDC, Inc.
Barings Capital Investment Corporation
Barings Private Credit Corp
Barkley Investments, LLC
Better Downtown Miami LLC
Birch Grove Strategies Master Fund LP
BlackRock Credit Alpha Master Fund L.P.
BlockFi
BlockFi A
BlockFi B
BlockFi Lending, LLC
Bremer Bank
BRF Finance Co., LLC
Brown Corporation
Cannon Investments LLC
Celsius Core LLC
Corbin Opportunity Fund, L.P.
Crytonic Black, LLC
David Sarner
De Lage Landen Financial Services, Inc.
Dell Financial Services L.L.C.

Douglas Lipton	Prime Alliance Bank
Ferro Investments Ltd.	Richard Katz 2016 GST Trust
FGK Investments Ltd.	Robert Fedrock
Fidelity Capital Corp.	Sabby Volatility Warrant Master Fund, Ltd.
First Sun Investments, LLC	SRPF A QR Riversouth LLC
Frank Pollaro	Stonebriar Commercial Finance LLC
FTF Diversified Holdings, LP	Stonebriar Finance Holdings LLC
Galaxy Digital LP	SunnySide Consulting and Holdings, Inc.
Garic Limited	TBC 222 LLC
Genesis Global Capital, LLC	Tech Finance Corporation
Genesis Global Capital, LLC #1	The Kimmel Family Foundation
Greensledge Merchant Holdings, LLC	The Michael O. Johnson Revocable Trust
Gullane Capital Partners, LLC	The Obsidian Master Fund
Gullane Digital Asset Partners OP, LLC	The Sear Family 1996 Trust
Gullane Digital Asset Partners, LLC	The William R. Guthy Separate Property Trust
HC NCBR Fund	TJC3 LLC
Hollywood, LLC	Toyota Commercial Finance
Ibex Partners (Core) LP	Transatlantic Mobility Holdings II LLC
ICG CoreSci Holdings, LP	Trinity Capital Inc.
Indigo Direct Lending, LLC	U.S. Bank National Association
James Pulaski	VFS LLC
Jason Capello	Vineet Agrawal
John Badger Quinn	Wilmington Savings Fund Society, FSB
John P. Joliet	Wolfswood Holdings LLC
JPAS - Credit LLC ("JPAS" is Jordan Park Access Solutions)	Wormser Family Partnership II, LP
JPAS - Crypto Infrastructure-A S.P.	Wormser Family Partnership 11, LP
JSK Partnership LLC	XMS Core Convert Holdings LLC
Kensico Associates, L.P.	
Kensico Offshore Fund Master, Ltd	
KMR CS Holdings, LLC	
Leon J. Simkins Non-Exempt Trust FBO Michael Simkins	
Levbern Management LLC	
Liberty Commercial Finance, LLC	
Liberty Stonebriar	
Marsico AXS CS LLC	
Mass Mutual Barings	
Massachusetts Mutual Life Insurance Company	
Milos Core LLC	
Monbanc Inc.	
Neso Investment Group Ltd	
North Mill Equipment Finance	
North Star Leasing	
Northdata Holdings Inc.	
Novak	
NYDIG	
OIP SPV Core Scientific, LLC	
Omega Interceptor Restricted Ltd	
Pescadero Capital, LLC	

List of the Top 30 Unsecured Creditors:

AAF International
Amazon Web Services Inc.
Bergstrom Electric
BRF Finance Co., LLC
CDW Direct
CES Corporation
Cherokee County Tax Collector
Cooley LLP
Dalton Utilities
DK Construction Company
Duke Energy
FlowTx
Gensler
Harper Construction Company, Inc.
Herc Rentals
Kentucky Department of Revenue
LiveView Technologies Inc.
Marshall County Sheriff
McDermott Will and Emery LLP
Moss Adams LLP
OP

Priority Power Management, LLC
Reed Wells Benson and Company
Securitas Security Services USA Inc.
Shell Energy Solutions
Sidley Austin LLP
Tenaska Power Services Co
Tenet Solutions
Trilogy LLC
U.S. Customs and Border Patrol

GreatAmerica Financial Services
Grubhub Holdings Inc.
Hannan Supply Company Inc.
Herc Rentals
IEWC Global Solutions
Interstate Welding and Steel Supply
J W Didado Electric LLC
Jackson Purchase Energy Corporation
Jacob John Novak
Kelly Services Inc
Lattice
Lib Fin LLC
Lisa Ragan Customs Brokerage
Manpower
Marble Community Water System
Marnoy Interests Ltd.
Marshall County Sheriff
MassMutual Asset Finance LLC
Moss Adams LLP
Mountain Top Ice
Onyx Contractors Operations, LP
Optilink
Proctor Management
Reed Wells Benson and Company
Regional Disposal and Metal LLC
Resound Networks LLC
Ricks Rental Equipment
Robert Half Talent Solutions
Securitas Security Services USA Inc.
Slalom LLC
Snelling
Stonebriar Finance Holdings LLC
Supreme Fiber LLC
Technology Finance Corporation
Temps Plus of Paducah Inc.
Tenaska Colocation Services LLC
Tennessee Valley Authority
Truckload Connections, LLC
US Customs and Border Patrol
Waste Path Services LLC
Water Works C&R, LLC
XC Container LLC
ZetaMinusOne LLC

List of the Creditors Holding the Top 100

Largest Unsecured Claims (Excluding Insiders):

A to Z pest Control and Services
AAF International
AccuForce HR Solutions LLC
Acme Tools
Altru Health System
Amazon Business
Amazon Web Services Inc.
American Paper and Twine Co
American Security and Protection Service LLC
AT&T
Averitt Express Inc.
Bearden Industrial Supply
Bergstrom Electric
BlockFi Lending LLC
C & W Facility Services, Inc.
C.H. Robinson Company, Inc.
Callahan Mechanical Contractors Inc.
Carolina Recycling & Consulting LLC
CES Corporation
Charter Communications, Inc. (dba Spectrum)
Cherokee County Tax Collector
City of Calvert City
Collier Electrical Service Inc.
ComputerShare Inc.
Condair Inc
Dakota Carrier Network
Data Sales Co Inc.
Delaware Secretary of State
DJNR Interactive LLC
DK Construction Company
Draffen Mart Inc.
EPB of Chattanooga
Equinix Inc.
Equipment Depot of Kentucky Inc.
Frontier Communications America Inc.
Gensler
Globalization Partners LLC

List of 5 Largest Secured Claims:

(See Significant Vendors/Suppliers)

Litigation Counterparties/Litigation Pending

Lawsuits (includes threatened litigation):

Benjamin Thomison & Alpha Asic

Harlin Dean
Jonathan Barrett, et al.
LV net, Mizrahi et al.
McCarthy Buildings Companies, Inc.
Mei Pang
Sphere 3d
Stayfirst Branding Agency

Non-Debtor Affiliates and Subsidiaries:
Core Scientific Partners GP, LLC (SMLLC)
Core Scientific Partners, LP
CSP Advisors, LLC (SMLLC)
CSP Liquid Opportunities Fund, LP
CSP Liquid Opportunities GP, LP
CSP Liquid Opportunities Master Fund, LP
CSP Liquid Opportunities Offshore Fund
(Exempted Ltd)
Team LLC
XPDI Sponsor LLC

Non-Debtors Professionals:
Arnold & Porter Kaye Scholer LLP
(Counsel for Prepetition Secured Lenders)
Duane Morris LLP
Ducera Partners
(Proposed as Investment Banker for the
Official Committee of Unsecured Creditors)
Moelis & Company LLC
Paul Hastings LLP
(Counsel for Ad Hoc Group of Secured
Convertible Noteholders)
Skadden, Arps, Slate, Meagher & Flom LLP
(Proposed Counsel for Ad Hoc Group of
Equity Security Holders)
Sidley Austin LLP
(Counsel of NYDIG ABL LLC)
Troutman Pepper Hamilton Sanders LLP
(Counsel for Dalton Utilities)
Willkie Farr & Gallagher LLP
(Proposed Counsel for the Official
Committee of Unsecured Creditors)

**Official Committee of Unsecured Creditor
Members and Professionals:**
Willkie Farr & Gallagher LLP
Ducera Partners
Dalton Utilities
Sphere 3D Corp.
BRF Finance Co., LLC (a B. Riley affiliate)

Other Parties in Interest:
(See Other Parties in Interest (Notice of
Appearance Parties, and any other person or
group appointed)

**Notice of Appearance Parties/Interested
Parties:**
36th Street Capital Partners, LLC
Barings BDC, Inc. (as prepetition secured
lenders)
Barings Capital Investment Corporation (as
prepetition secured lenders)
Barings Private Credit Corp. (as prepetition
secured lenders)
BlockFi, Inc.
CEC Energy Services LLC
City of Denton
Dalton Utilities
GEM Mining 1, LLC
GEM Mining 2, LLC
GEM Mining 2B, LLC
GEM Mining 3, LLC
GEM Mining 4, LLC
Harper Construction Company, Inc.
Huband-Mantor Construction, Inc.
Humphrey & Associates, Inc.
Marnoy Interests, Ltd. d/b/a Office Pavilion, or
Office Pavilion
MP2 Energy Texas, LLC d/b/a Shell Energy
Solutions
NYDIG ABL LLC (f/k/a Arctos Credit, LLC)
("NYDIG")
Prime Alliance Bank, Inc.
Priority Power Management, LLC
Sphere 3D Corp.
SRPF A QR Riversouth LLC
Tenaska Power Services Co.
Travis County (TX)
Trinity Capital Inc.
U.S. Bank National Association (as Prepetition
Note Agent and Collateral Agent)
Willkie Farr & Gallagher LLP
(Proposed Counsel for the Official
Committee of Unsecured Creditors)
Wingspire Equipment Finance, LLC

Ordinary Course Professionals:
Akin Gump Strauss Hauer & Feld LLP
Alston & Bird LLP
Andersen Tax LLC

Bitmain Technology Inc.
Blue Ridge Law & Policy, P.C.
Campbells Regulatory Services Limited
CO Services Cayman Limited
Cooley LLP
CrossCountry Consulting LLC
CSS Partners, LLC
Cypress Advocacy, LLC dba Mindset
Deloitte & Touche LLP
Deloitte Tax LLP
Deloitte Transactions and Business Analytics
LLP
Ernst & Young LLP
Ernst & Young Product Sales LLC
Ernst and Young US LLP
Evercore Group LLC
Faegre Drinker Biddle and Reath LLP
Fishman Stewart PLLC
Frost, Brown Todd LLC
Gartner Inc.
Gasthalter and Co LP
Greenberg Traurig, LLP
Holland and Hart LLP
Ironclad, Inc.
Jackson Walker LLP
Kirkland and Ellis LLP
KPMG LLP
Marcum LLP
McDermott Will & Emery LLP
Mintz Group LLC
Morgan, Lewis & Bockius LLP
Moss Adams LLP
Murphy & Grantland, P.A.
NASDAQ Corporate Solutions, LLC
NAVEX Global, Inc.
Netgain Solutions, Inc.
Oracle America, Inc.
PricewaterhouseCoopers LLP
Prickett Jones and Elliott PA
Quinn Emanuel Urquhart & Sullivan, LLP
Registered Agent Solutions, Inc.
Resources Global Professionals
Richards Layton and Finger PA
Riverbend Consulting LLC
Rowlett Hill Collins LLP
Ryan & Associates
Ryan LLC
Sidley Austin LLP
Sitrick and Company
Snell & Wilmer

Sternhell Group
Williams & Connolly LLP
Workday, Inc.
Workiva Inc.
Frost, Brown Todd LLC

Proposed Ad Hoc Group of Equity Security

Holders and Professionals:

Skadden, Arps, Slate, Meagher & Flom LLP
Custodian CSPB
Douglas Abrams
Eddie Griffin
Jay Deutsch
Lukasz Gottwald
Mark Beaven
The Rudolph Family Trust
Todd Deutsch
Two Trees Capital Limited BVI

**Other Secured Parties (Letters of Credit/
Issuers of Letters of Credit):**

N/A

**Partnerships (if debtors is a partnership, its
general and limited partners):**

N/A

Regulatory and Government:

(See Taxing Authorities)
Environmental Protection Agency
Internal Revenue Service ("IRS")
Occupational Safety and Health Administration
Securities and Exchange Commission ("SEC")
U.S. Customs and Border Protection

Secured Creditors:

ABLE Communications, Inc.
ComNet Communications, LLC
Consolidated Electrical Distributors, Inc. dba
Sun Valley Electric Supply
Coonrod Electric Co, LLC
Elliot Electric Supply, Inc.
Harper Construction
Housley Communications, Inc.
Huband Mantor Construction Inc.
Humphrey & Associates, Inc.
LML Services dba FlowTx
McElroy Metal Mill, Inc. dba McElroy Metal
MK-Marlow Company, LLC
Morsco Supply LLC dba Morrison Supply
Company

Network Cabling Services, Inc.
Priority Power
Summit Electric Supply
Sure Steel - Texas, LP
T&D Moravits & Co.
Texas AirSystems, LLC
Wesley-Thompson Hardware, Inc.

Significant Competitors:

Argo Blockchain PLC
Bitfarms Technologies Ltd.
(fka Blockchain Mining Ltd.)
Cipher Mining Inc.
CleanSpark, Inc.
Greenidge Generation Holdings Inc.
Hive Blockchain Technologies Inc.
Hut 8 Mining Corp.
Iris Energy Ltd.
Marathon Digital Holdings, Inc.
Mawson Infrastructure Group Inc.
Riot Blockchain, Inc.

Significant Customers and Contract Counterparties:

1277963 B.C. Ltd dba Bitfield
ADQ Financial Services LLC
Agricultural Scientific LLC
Aidant.ai
AJT Trading, LLC
Alloy Ventures Management LLC
Argo Innovation Labs Inc.
AsicXchange Team Inc.
Atlas Technology Group LLC
Bay Colony Law Center, LLC
Bay Online Media
Benjamin Rees
BEP 888, LLC
BEP 999, LLC
Bitdeer, Inc.
Bit Digital USA, Inc.
Bitmain Development Inc.
Bitmain Technologies Georgia Limited
Bitmaintech PTE LTD
Bizmatica Polska JSC
Block One Technology
Blockcap Inc.
Blockchain United Mining Services
Blockfusion Technologies
Blue Hills Co, LLC
Blue Torch Capital LP

Brent Jason Deboer
Burdy Technology Limited
BW Holdings, LLC
CAC Global LLC
CCP Credit Acquisition Holdings, L.L.C.
Celsius Mining LLC
Charles Aram
Chris Chiovitti Holdings Inc.
Clearly Leasing, LLC
Colin Jacobs
Colin Smith
Compass Mining, Inc.
Crypto Garden, Inc.
Cumulus Coin LLC
DCG Foundry LLC
Digifarm Technologies Limited
Dreams and Digital, LLC
DUS Management Inc.
Etcembly Ltd
EverData, LLC
EZ BlockChain LLC
Flourishing Field Limited
Gateway Korea Inc.
GEM Mining
Gilley Enterprises
Global Star Holding Co.
Goodrose 5009, Inc.
Gopher, LLC
GPU.ONE
Greg Piph
Gryphon Digital Mining, Inc.
Hanwha Energy USA Holdings Corporation
Henry Ho
Hewlett Packard Enterprise Company
Hockomock Mining Company
Horizon Kinetics
Icons8
Isoplex Inc.
Israel Garcia
Jacob McDaniel
JAM Mining Corp.
JMB Capital Partners Lending, LLC
Kaboomracks, Inc.
Kalon Investments, LLC
Kristy-Leigh Minehan
Lake Parime USA Inc.
Leon Hadgis
LivePerson, Inc.
Lonestar Ole Git LLC
Luxor Technology Corp

Mark Bordcosh
 Mineority Group
 Mineority Group LLC
 Mississippi Home Development
 N9+, LLC
 New Green Network LLC
 NextEra Energy Capital Holdings
 NFN8 Media, LLC
 Nissan North America, Inc.
 Nomura Corporate Funding Americas, LLC
 North Georgia Data LLC
 NVIDIA Corporation
 Pete Abdo
 Polyphase Capital, LLC
 Poolin Technology Pte. Ltd.
 Pure Storage, Inc.
 Quandefi Opportunities LLC
 Quantum Digital Network Assets, LLC
 Richard Norman
 Rio Verde Holdings Ltd
 River Financial Inc.
 RJW Digital Solutions
 RME Black 100, LLC
 RME Black 200, LLC
 RME Black 88, LLC
 Rodrigo Perusquia
 RPM Balance, Inc.
 Rudy Worrell
 Savage.io
 Seagen Inc.
 Sensika Technologies OOD
 Serge Marin
 Socrates Roxas
 Spring Mud LLC
 Summit Crypto Mining Limited
 Supplybit, LLC
 Tansley Equipment Limited
 Techshop Computers Ltd.
 Teslawatt
 The Allen Institute for Artificial Intelligence
 Timeless Digital Corp.
 T-Mobile USA, Inc.
 Tomek Group, LLC
 Tony Grijalva
 TYMIF Coin Ventures, LLC
 Union Jack, LLC
 UnitX
 US Digital Mining and Hosting Co., LLC
 Vaerus Mining SPV2 LLC
 VCV Power Mining Alpha LLC

William McCarter
 * Certain Other Contract Counterparties of a
 Confidential Nature

Significant Shareholders (more than 5% of equity):

Darin Feinstein
 Michael J. Levitt
 MPM Life LLC

Significant Vendors/Suppliers:

1872 Consulting LLC
 2012Exxact Corporation
 5Fastenation Inc.
 5STAR5 INC
 Abu Dhabi Ports Company PJSC – KIZAD
 Accent Awnings Inc.
 Adaptive Insights LLC
 Advanced Business Equipment
 Agility Logistics Corp
 Agora NW LLC
 AIM Summit FZE
 Aircraft Services Group Inc.
 Airflow Sciences Corporation
 Alation, Inc.
 Albacross Nordic AB
 Alfa Internationals Logistics Inc.
 Aliexpress
 Alliance Funding Group
 Allied Steel Buildings Inc.
 Allstream
 Alpha Miner LLC
 Alpha Vertical Inc.
 Alston and Bird LLP
 Alteryx Inc.
 American Registry for Internet Numbers Ltd
 Americord
 Ameri-Dedicated Inc.
 Andrew Ferraro
 Angel Bejarano Borrega
 Aon Consulting Inc.
 AON Risk Insurance Services West Inc.
 Applied Scale Technology
 ARIBA INC
 Armstrong Moving Solutions San Antonio LLC
 Arrow Exterminators
 Arrowfish Consulting
 Atlantic Trailer Leasing & Sales, LLC
 Atlas Mining
 Atrio Inc.
 AvTech Capital LLC

Bandy Transport Company	Ciemat
Barnhart Crane and Rigging Co	CIOReview
Beacon Building Products	Circular Technologies Inc.
Bearcom	Cision US Inc.
Belyea Company Inc.	Citadel Securities Corp Solutions
Benton Electric Supply Inc.	City Electric Supply
Bernard Klopfer	City of Bellevue - Tax Division
Better IT Solutions LLC	Cleerline Technology Group LLC
Big Ass Fans	Cloudflare Inc.
Bigbee Steel Buildings Inc.	CNA Insurance
Bigeye, Inc.	Cohen and Company LTD
Bitmain Development Inc.	Coin Center Inc.
Bitmain Technologies Limited	Coinbase Inc.
Bitwave	Coindesk Inc.
Black Box Network Services Inc.	Colo Properties Atlanta LLC
Blackline Safety Corp	Color Scapes Landscaping, Inc.
Blackpearl Management and Human Resource Consulting LLC	Commercial Acoustics
Blakes Cassels and Graydon LLP	Common Desk Austin LLC
Blockchain Association	Compensation Advisory Partners, LLC
Blue Cross Blue Shield of Texas	Comware
Bring Light and Sound LLC	ConGlobal Industries LLC
Broadridge ICS	Consero Global Solutions LLC
BTC Media	Consilio LLC
Building Image Group, Inc.	Constellation New Energy, Inc.
Built In Inc.	Container Monster LLC
Bureau Van Dijk Electronic Publishing Inc.	Convergint Technologies LLC
Business Wire Inc.	CoreWeave Inc.
BWS Acoustics	Covert Chrysler Dodge Jeep Ram
Calloway County Board of Education	Crescendo Collective LLC
Calvert Cafe LLC	Crestline Solutions LLC
Calvert City Municipal Water and Sewer	Critical Components Inc.
Canaan Convey Co Ltd	Crystal Caverns Spring Water LLC
Capital City Public Affairs LLC	Cunningham Golf and Utility Vehicles
Capxon Electronics Shenzhen Co Ltd	Cusip Global Services
Carolina Utility Customers Association	D16 LLC
Carpet Capital Fire Protection Inc.	Dakota Fire Protection Inc.
Carpet Capital Multi-System Inc.	Dalton Fence Company
CCR Corp	Dalton Service Inc.
CDW Direct	Databricks, Inc.
CDW Middle East FZ LLC	Datasite LLC
CenturyLink	David Herrington
Cesar Gomez Martin	Davis Wright Tremaine LLP
CFS Containers	Denton Chamber of Commerce Inc.
Chamber of Digital Commerce	Dentons Canada LLP
Chapeau!	DHL Express (USA) Inc.
Cherokee County Health Department	DigiCert Inc.
Cherokee Well Drilling	Digi-key
Chroma System Solutions, Inc.	Digital Asset Services Ltd
Chubb	Digital London Ltd
	Digital Mountain Inc.

Dillon Eldridge	FreightEx Logistics LLC
Distributed Ledger Inc.	Frontline Shredding Inc.
Dockery Auto Parts	Frost Brown Todd Attorneys LLC
Dockzilla Co	FS.Com Inc.
Docusign Inc.	FXSA
Dongguan Fa Site Electronic Technology Co Ltd	G.I. Joe Landscaping, LLC
Donnelley Financial Solutions	Gagnon & Miceli Freight Inc.
DSV Air and Sea Inc.	Genesis Custody Limited
Eagle Promotions	Gibson and Associates Inc.
Eaton Corporation	Gilmore Kramer Co
eCapital Advisors LLC	GitHub Inc.
Elasticsearch Inc.	Glaze Supply Company Inc.
Electra Link Inc.	Goldstein and Lee PC
Electric Power Engineers Inc.	GoodHire
Electrical Com	Goodway Group Inc.
Elite Electric Company LLC	Google LLC
Employer Solutions Resources LLC	Grand Forks Utility Billing
Engineered Fluids, Inc.	Great Sports Inc.
EPIC ASIC Asia Limited	Greatland Corporation
Equisolve Inc	Green Business Certification, Inc.
ERI Economic Research Institute Inc.	Greenhouse Software Inc.
Ernest Industries Inc.	GreensLedge Capital Markets LLC
Esteban LaSalle	Greylime Partners LLC
EvoTek	Griffin C Simerly
Farm & Ranch Construction, LLC	Guardian Life
Farming with Stephanie LLC	Gustavo Melo Belfort
Fastenal Company	Hamin Kang
Federico Bohn	Hannig Row Partnership
FedEx	Harper Construction Company, Inc.
Felker Construction Company Inc.	Heapy
Fernando Manuel Sierra Pajuelo	Hill and Wilkinson Construction Group Ltd
Fidelity Investments Institutional Operations Company LLC	HM Tech LLC
Financial Accounting Standards Board/Governmental Accounting Standards Board	Holland LLC
FINRA	Holloway Updike and Bellen Inc.
Fireblocks Inc.	HubSpot Inc.
First Insurance Funding	Hudson Incentives Inc.
First National Capital LLC	Hughes Electric Paint & Supplies
First-Line Fire Extinguisher Company	Human Rights Foundation
Flexential Colorado Corp	Hurricane Electric LLC
FlowTx	Hutchins Pallet Service, Inc.
ForensisGroup Inc.	Hutchison and Steffen PLLC
Forks Landscaping LLC	ICE Systems, Inc.
Forum Communications Company	ICI Mechanical LLC
Foshan Dilue Supply Chain Mgmt. Co Ltd	ICS Inc.
Franchise Tax Board	IDC Research Inc.
Free Transportation LLC	INE
	Integrated Networking Technologies LLC
	Integrity Door Solutions LLC
	Intralinks, Inc.
	Ironclad Inc.

Jackie L Bryan	Microsoft Azure
Javier Lazaro Jareno	Mike Darling Films
JBM Office Solutions	Miller Griffin and Marks PSC
JCL Energy LLC	Mindset
Joaquin Pablo Gonzalez	Mission Critical Facilities International, Inc.
Jobot	MJDII Architects Inc.
John Furner	MNP LLP
Jonathan Barrett 2012 Irrevocable Trust dated May 31 2012	Mobile Modular Portable Storage
Juan Jose Galan Lopez	Monnit Corporation
K and E Lawn Service LLC	Monoprice Inc.
Katz Marshall and Banks LLP	M-RETS
Keith Larry Watkins	MSC Industrial Supply Co.
Kenco Material Handling Solutions LLC	Murphy and Grantland PA
Kentucky Cabinet for Economic Development	Murco Inc.
Kesco Air Inc.	Muskogee City-County Port Authority
Kilpatrick Townsend and Stockton LLP	Mustache Creative Studio
King Ford	Nancy C Sayers
Kings Road RV Park LLC	Nanning Dinggao Tech Limited
Know Agency	National Association of Corp Directors
KnowBe4 Inc.	Neeraj Agrawal
Labor Finders	Next Level Valet LLC
Lake Effect Traffic LLC	NextLevel
Lancaster Safety Consulting, Inc.	nference, Inc.
Landstar Ranger Inc.	Nicolas Carter
Lane Powell PC	Office of State Tax Commissioner
LANshack Com	Oklahoma Gas and Electric Company
Larry Ledford	Oklahoma Tax Commission
Lenz LLC	Okta Inc.
Level 3 Communications LLC	Old Dominion Freight Line Inc.
LHC Capital Partners Inc.	Old Republic National Title Ins. Co
LHH Recruitment Solutions	Omeir Cargo LLC
LinkedIn Corporation	Oncor Electric Delivery Company LLC
LiveView Technologies Inc.	Onestopmining Technologies Limited
Lockton Insurance Brokers LLC	Onin Staffing, LLC
Logistica CryptoMining Repair LLC	OnlineComponents.com
LRN Corporation	Oracle Capital LLC
Lukka Inc.	Orange Computers
M & S Patterson, Inc.	ORGDEV Limited
Manley Four Little Pigs Inc.	Overhead Door Company of Clayton/Overhead Door Company of Tri State
Manning Land LLC	Parker Lynch
Marco Technologies LLC	Paulo Roberto Pereira de Souza Filho
Marshall County Battery and Golf Carts Inc.	Pax ADR LLC
Marshall County Tax Administrator	Paycom Payroll LLC
McMaster-Carr	PeopleReady Inc.
MDSI Inc.	Pepsi MidAmerica
Mediant Communications Inc.	Petter Business Systems
Megaport USA Inc.	Pioneer Abstract and Title Co of Muskogee Inc.
Meridian Equipment Finance LLC	Plant Tours Communications Company
Michael Cruz	Platinum Platypus Inc.

Premier Fire and Security Inc.	Sunny Shah
Prime Mowing and Property Management LLC	Sunnyside Consulting and Holdings Inc.
Pure Water Technology of the Tri State Area	SunValley Electric Supply
LLC	SuperAcme Technology Hong Kong LTD
Pye-Barker Fire and Safety LLC	Susan Oh Communications
Q4 Inc.	Synopsys Inc
Quality Water Financial LLC	Synovus Bank
Quik Print of Austin Inc.	Tag Resources LLC
Rack and Shelving Consultants	Tangent Energy Solutions Inc.
Radiant PPC LLC	Tango Lima, LP
Raymond Pope	Tax Executives Institute Inc.
RBI USA Customs Services LLC	TDIndustries Inc.
RC Ventures Inc.	Teague Nall and Perkins Inc.
Recycling Equipment Corporation	Technijian Inc.
Red Moon 88 LLC	Technology Navigators LLC
Reffett Associates	TechSource Global LLC
Regents Capital Corporation	Telecom Site Solutions LLC
Reliance Telephone Systems	Telfi LLC
Rezvani Mining LLC	Telles Global Consulting Inc.
Robson Forensic Inc.	Temps Plus Inc.
Rockwell Automation Inc.	Tenaska Power Services Co
Roman Krasiuk	Tenet Solutions
Ruric Inc.	Tennessee Valley Industrial Committee
SafetySkills LLC	Texas Blockchain Council
SAGE Capital Investments, LLC	Texas Workforce Commission
Salary.com LLC	The Coindad LLC
Salesforce.com, Inc.	The Crown Restaurant
Say Technologies LLC	The MacLellan
Scott Malewig	The Specialty Company - TSC
Sebastian Javier Marconi	The Treadstone Group Inc.
Sharp Business Systems	Thomson Reuters Tax and Accounting
Sharptek	checkpoint
Shermco Industries, Inc.	Thycotic Software LLC
Silver Fox Productions Inc.	Time Warner Cable
Silverpeak Special Situations Lending LP	Top Imprint Limited
Slack Technologies LLC	Tor Naerheim Brand Design LLC
Smartsheet Inc.	Total Quality Logistics LLC
Smoky Mountain BBQ Company LLC	Tower Direct
Solomon Corporation	Trace3 LLC
Southeastern System Services Inc.	TRACS Manufacturing LLC
Southern Cargo LLC	Tractor and Palm Inc.
Spectrum Business	Travis Asphalt
SpectrumVoIP Inc.	Triangle Enterprises, Inc.
Spotless Cleaning	Trilogy LLC
Stafftax Financial LLC	TriNet COBRA
Standby Service Solutions LLC	Trinity Risk Solutions LLC
State of Tennessee Department of Revenue	True North Data Solutions US Inc.
Stone Tower Air LLC	TXU Energy Retail Company LLC
Summit Energy Services Inc.	TY Properties
Summit Funding Group Inc.	U line

United Capital Partners
United Rentals North America Inc
United Rentals North America Inc.
University of California, San Diego
UPS Supply Chain Solutions Inc.
Upstate Containers LLC
Validus Power Corp
Vandco Equipment
VCheck Global LLC
Veredige LLC
Veritext LLC
Vesco Toyota Lift
VMS Security Cloud Inc.
Volt Management Corp
Wachsmann PR LLC
Waste Disposal Solutions Inc.
Waterlogic Americas LLC
Wells and West Inc.
WEX Health Inc.
Whitfield Electric Motor Sales & Service, Inc.
Whitney J Beauxis
Widseth Smith Nolting and Associates, Inc.
Williams Farm LLC
Williams Marston LLC
Wilson Built Fab Shop
Workplace Solutions Inc.
Young MFG Inc.
Zendesk Inc.
Zeus Mining Co Ltd
Zimney Foster PC
Zippy Fiber
Zoom Video Communications Inc.
ZoomInfo Technologies

Taxing Authorities:

Austin, TX Lease - existing office (Worksmith)
Austin, TX Lease - new office (Riversouth)
California Franchise Tax Board
Cedarvale, TX
Cherokee County Tax Collector (NC)
City of Calvert City (Calvert City, KY)
City of Denton, TX
Colorado Department of Revenue
Dalton-Whitfield Joint Development Authority;
 Carl Campbell, Executive Director
Eddie McGuire, Marshall County Sheriff
 (Benton, KY)
Georgia Department of Revenue
Internal Revenue Service

Jobe Ranch Family Limited Partnership, Lessor
 (11/15/2021)
Kentucky Department of Revenue
Kentucky State Treasurer
King County Assessor (Seattle, WA)
Marshall County (Kentucky) Department of
 Revenue
Minnkota Power Cooperative
ND Office of State Tax Commissioner
North Carolina Department of Revenue
North Dakota Department of Revenue
North Dakota Office of State Tax Commissioner
Oklahoma Department of Revenue
State of Delaware - Division of Corporations
Tennessee Department of Revenue
Tennessee Valley Authority - Economic
 Development - Thomas Buehler (Calvert
 City)
Texas Comptroller / Texas Comptroller - Sales
 & Use Tax
Travis County, TX (Austin, TX HQ)
US Customs and Border Protection
Ward County Assessor (TX)
Whitfield County Board of Assessors (Dalton,
 GA)

**U.S. Attorney's Office for Southern District
of Texas:**

Jennifer Lowery

**IUCC Search Results/UCC Lien Search
Results:**

ACM ELF ST LLC
Anchorage Lending CA, LLC
Arctos Credit, LLC
Bank Financial
Barings BDC, Inc.
Barings Capital Investment Corporation
Barings Private Credit Corp.
BEAM Concrete Construction, Inc.
C T Corporation System, as Representative
Celsius Networks Lending LLC
CIT Bank, N.A.
CM TFS LLC
ComNet Communications, LLC
Consolidated Electrical Distributors, Inc. dba
 Sun Valley Electric Supply
Contech Construction
Contech, Inc.
Convergint Technologies LLC

Coonrod Electric Co, LLC
Corporation Service Company
Dell Financial Services L.L.C.
Elliot Electric Supply, Inc.
GARIC INC.
GARIC, INC.
Gaylor Electric, Inc. d/b/a Gaylor, Inc.
Graybar Electric Company Inc.
Graybar Electric Company, Inc.
Housley Communications, Inc.
Huband-Mantor Construction Inc.
Humphrey & Associates, Inc.
Humphrey & Associates, Inc.
Imperial Fire Protection, LLC
Indigo Commercial Funding, LLC
LML Services dba FlowTx
Maddox Industrial Transformer LLC
MassMutual Asset Finance LLC
McCarthy Building Companies Inc.
McCarthy Building Companies, Inc.
McCorvey Sheet Metal Works, LP
McElroy Metal Mill, Inc. dba McElroy Metal
MK Marlow Company, LLC
Morsco Supply LLC dba Morrison Supply
Company
Network Cabling Services, Inc.
North Mill Credit Trust
NYDIG ABL LLC
Power & Digital Infrastructure Corp.
Priority Power
Silverpeak Credit Partners LP, as Collateral
Agent
Stonebriar Commercial Finance LLC
Stonebriar Finance Holdings LLC
Summit Electric Supply
Sure Steel - Texas, LP
T&D Moravits & Co.
TCF National Bank
Texas AirSystems, LLC
Toyota Industries Commercial Finance, Inc.
VFSOX, LLC
Way Mechanical
Wesley-Thompson Hardware, Inc.
XPDI Merger SUB, Inc.

Unions:

N/A

**United States Trustee and Staff for Southern
District of Texas:**

Alethea Caluza
Alicia Barcomb
Brian Henault
Christopher R. Travis
Christy Simmons
Clarissa Waxton
Glenn Otto
Gwen Smith
Ha Nguyen
Hector Duran
Ivette Gerhard
Jana Whitworth
Jayson B. Ruff
Kevin M. Epstein
Linda Motton
Luci Johnson-Davis
Millie Aponte Sall
Patricia Schmidt
S. Michele Cox
Stephen Statham
Steven Whitehurst
Valerie Goodwin
Yasmine Rivera

Utility Providers/Utility Brokers:

Alpha Waste
BalsamWest Fiber Net
Calvert City Hall (Kentucky)
Carolina Recycling
CenturyLink
Charter Communications, Inc. (dba Spectrum)
Cogent Communications
Countrywide Sanitation Co
Dakota Carrier Network
Dalton Utilities
Dellcom (Dell Telephone)
Denton Municipal Electric
Dialog Telecommunications
Digital Realty
Dobson Fiber
Duke Energy
Duke Energy Carolinas
Duke Energy Carolinas, LLC
Frontier Communications
GlobalGig
Internal/Resound Networks
Level 3 Communications LLC
Logix Fiber Networks

Lumen/CenturyLink
Marble Community
Murphy Electric Power Board
NODAK Electric Cooperative
Optilink
Regional Waste
Resound Networks
Shell Energy Solutions
Starlink
TanMar Rentals, LLC
Tennessee Valley Authority
Time Warner Cable
Windstream Communications
Xcel Energy, Inc.

Schedule 2**Disclosures of Relationships to Potential Parties in Interest**

1. While the Honorable David R. Jones was attending law school, he worked on a part-time basis for Gray Reed assisting with Gray Reed's IT systems.

2. Gray Reed previously represented the Honorable Christopher M. Lopez in an individual matter, before he took the bench in August, 2019. The matter was opened in 2012 and closed in 2014.

3. Gray Reed has previously represented and continues to represent GlassRatner Advisory & Capital Group, LLC ("GlassRatner") and its principal, Mark Shapiro, in matters unrelated to the Debtors' chapter 11 cases. In August 2018, B. Riley Financial, Inc. ("B. Riley") acquired GlassRatner. Gray Reed has not represented B. Riley and will not represent B. Riley in any matter connected to the Debtors' chapter 11 cases.

4. Gray Reed has in the past represented, currently represents, and may in the future represent, the following potential parties in interest in matters unrelated to the Debtors' chapter 11 cases. Gray Reed has not and will not represent the following potential parties in interest in any matter connected to the Debtors' chapter 11 cases.

Aetna	Frontier Communications America Inc.	Oracle America, Inc.
Chubb	Reed Wells Benson and Company	Ryan, LLC
Memorial Hermann Hospital System	Robert Half Talent Solutions	NextEra Energy Capital Holdings
Weatherford International	McCarthy Buildings Companies, Inc.	T-Mobile USA, Inc.
Wilmington Savings Fund Society, FSB	Willkie Farr & Gallagher LLP	BEAM Concrete Construction, Inc.
CNA Insurance	FedEx Corporation	Graybar Electric Company, Inc.
AIG	Lexington Insurance Company	National Union Fire Inc. Co.

EXHIBIT B

Trompeter Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)
) Chapter 11
)
CORE SCIENTIFIC, INC., <i>et al.</i> , ¹) Case No. 22-90341 (DRJ)
)
Debtors.) (Jointly Administered)
)

**DECLARATION OF PATRICIA TROMPETER
IN SUPPORT OF THE APPLICATION FOR ENTRY
OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
GRAY REED AS CONFLICTS AND EFFICIENCY COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF JANUARY 30, 2023**

Patricia Trompeter declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am the Chief Executive Officer of Sphere 3D Corp. (“Sphere 3D”). Sphere 3D is an unsecured creditor in the above-captioned cases of Core Scientific, Inc. and its debtor affiliates (collectively, the “Debtors”). I serve as Sphere 3D’s representative on, and the Chair of, the Committee. In such capacity, I was part of the process and involved in selecting and engaging Gray Reed as conflicts and efficiency counsel to the Committee. I submit this Declaration solely in my capacity as a member of the Committee. All rights of Sphere 3D are expressly reserved.

2. I have reviewed and am familiar with the contents of the *Application for Entry of an Order Authorizing the Retention and Employment of Gray Reed as Conflicts and Efficiency*

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Counsel to the Official Committee of Unsecured Creditors Effective as of January 30, 2023 (the “Application”).² In support of the Application, the Committee relies upon the Brookner Declaration, which is attached to the Application as Exhibit A.

3. Gray Reed has extensive experience representing official committees of creditors in large and complex bankruptcy cases. I believe Gray Reed is well-positioned to anticipate and resolve legal issues that may arise during the remainder of these chapter 11 cases. Moreover, I understand that Gray Reed has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code.

4. I, and the other members of the Committee, reviewed Gray Reed’s standard rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Committee by Gray Reed, I understand that those rates are generally consistent with the firms’ rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. Based on these representations and the Committee members’ experience in both the bankruptcy field and in other fields in which the Debtors operate, the Committee believes these rates are reasonable. It is my understanding that Gray Reed will seek payment of 80% of its fees and 100% of its expenses on a monthly basis, consistent with Court orders.

5. Additionally, the Committee, through me, its designated member and chairperson, will: (a) develop a prospective budget and staffing plan with Gray Reed to comply with the U.S. Trustee’s requests for information and additional disclosures and any other orders of the Court, recognizing that, in the course of these chapter 11 cases, there may be unforeseeable fees and

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

expenses that will need to be addressed by the Committee and Gray Reed; (b) review all staffing plans and budgets to supervise Gray Reed's fees and expenses and to manage costs and, together with Gray Reed, make adjustments as may be necessary or appropriate; (c) review all applications for compensation submitted by Gray Reed to ensure that Gray Reed's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no unreasonable duplication by the Committee's other professionals.

6. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant documents, information provided to me or verified by Gray Reed, and my personal opinion based upon my experience, knowledge, and information provided to me. I am authorized to submit this Declaration on behalf of the Committee and, if called upon to testify, I would testify competently to the facts set forth herein.

7. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on this 28th day of February, 2023.

By: /s/ Patricia Trompeter
Patricia Trompeter
Chief Executive Officer
Sphere 3D Corp.
As representative for Sphere 3D Corp.,
in its capacity as a Committee member